Law Offices of

CHAPMAN AND CUTLER LLP

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June 20, 2008

RECORDATION NO

22634-

Salt Lake City
Salt Lake City, UT 84111
(801) 533-0066

Ms. Anne K. Quinlan, Esq., Acting Secretary Surface Transportation Board 1925 K Street, N.W. Washington, DC 20423-0001 JUN 20 °08 -

-9 3 0 AM

SURFACE TRANSPORTATION BOARD

Re:

Union Pacific Railroad Company Substitution of Equipment (UPRR 1999 B-4)

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Partial Termination of Lease Agreement dated June 20, 2008, a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement dated November 2, 1999 (UPRR 1999 B-4) between THORENIA Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, and Union Pacific Railroad Company, as Lessee, a memorandum of which was recorded with the Surface Transportation Board on December 20, 1999 at 12:25 P.M. under Recordation Number 22634.

The names and addresses of the parties to the enclosed document are as follows:

Lessee:

Union Pacific Railroad Company

1400 Douglas Street Omaha, Nebraska 68179 Attention: Treasurer

Lessor:

THORENIA Verwaltungsgesellschaft mbH & Co.

Vermietungs KG Unsöldstraße 2 80538 München

Federal Republic of Germany Attention: Managing Director

The equipment covered on the date hereof by the enclosed document consists of:

2 SD9060MAC Locomotives bearing the road numbers UP 8506 and UP 8508.

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CHAPMAN AND CUTLER LLP

A short summary of the document to appear in the index follows:

Partial Termination of Lease Agreement (UPRR 1999 B-4) dated June 20, 2008, between THORENIA Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor and Union Pacific Railroad Company, as Lessee.

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3429).

Sincerely,

CHAPMAN AND CUTLER LLP

Patrick Vining

Enclosures

RECORDATION NO. 22634-FILED

JUN 20 108 -9 30 AM

PARTIAL TERMINATION OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This Partial Termination of Lease Agreement is made and entered into on June 20, 2008 by and between THORENIA Verwaltungsgesellschaft mbH & Co. Vermietungs KG ("Lessor") and Union Pacific Railroad Company ("Lessee").

- 1. Lessor has heretofore leased to Lessee certain railroad equipment set forth on Schedule 1 attached hereto pursuant to the Lease Agreement dated November 2, 1999 (as amended, the "Lease"), as supplemented, (i) a memorandum of which was duly recorded with the Surface Transportation Board on December 20, 1999 at 12:25 P.M. under Recordation Number 22634 and (ii) a memorandum of which was deposited with the Registrar General of Canada on December 20, 1999 at 12:03 P.M. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.
- 2. The Lease is terminated effective on the date hereof with respect to the locomotives set forth on Schedule 1 attached hereto which have been deemed to have suffered an Event of Loss.
- 3. This Partial Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this partial termination.

Partial Termination of Lease Agreement (UPRR 1999 B-4)

Dated this 12th day of June, 2008.

THORENIA VERWALTUNGSGESELLSCHAFT MBH
& Co. Vermietungs KG
By: Name (Care Villed Flam)
Traine. Pilothy objects
Title: Attorney-in-Fact
Union Pacific Railroad Company
,
By:
Name: Gary W. Grosz
Title: Assistant Treasurer

Partial Termination of Lease Agreement (UPRR 1999 B-4)

Dated this 12th day of June, 2008.

THORENIA VERWALTUNGSGESELLSCHAFT MBH & CO. VERMIETUNGS KG

By:		 •	
	Name:	· ·	
	Title:		

UNION PACIFIC RAILROAD COMPANY

Name: Gary W. Grosz

Title: Assistant Treasurer

I certify that I hold the title set forth below, that this instrument was signed on behalf of THORENIA VERWALTUNGSGESELLSCHAFT MBH & Co. KG, a limited partnership organized under the laws of Germany and registered in Munich, Germany (the "Partnership"), by authority of the power of attorney executed by the Partnership on June 5, 2008, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Partnership. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on th	is 2 day of June, 2008.	ſ	•	\sim
•		By: Name: 4	Cans Tulan ttorney-in-Fact	(Frank V. Rite
STATE OF NEBRASKA	,			
DIAIDO NEDIOIDIO	Ś			
COUNTY OF DOUGLAS)			
personally known, w UNION PACIFIC RAILRO corporation by authori	day of June, 2008, before the being by me duly so DAD COMPANY, that the fity of its Board of Directors the free act and deed	worn, says that pregoing instrur ors, and he ackn	the is the Ass ment was sign owledged that	sistant Treasurer of ed on behalf of said
		•	Notary Pub	olic
[Notarial Seal]				
My commission expire	es			
			•	

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	•
·	I certify that I hold the title set forth below, that this instrument was signed on behalf of THORENIA VERWALTUNGSGESELLSCHAFT MBH & Co. KG, a limited partnership organized under the laws of Germany and registered in Munich, Germany (the "Partnership"), by authority of its, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Partnership. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on this day of June, 2008.
	By: Name: Title:
. •	STATE OF NEBRASKA)) COUNTY OF DOUGLAS)
	On this 12th day of June, 2008, before me personally appeared Gary W. Grosz, to me personally known, who, being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.
	GENERAL NOTARY - State of Nebraska PAM NEUMAN My Comm. Exp. Dec. 15, 2010 Notary Public
	[Notarial Seal]
	My commission expires
	12-15-2010

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SCHEDULE 1

EQUIPMENT	QUANTITY	ROAD NUMBERS
SD9060MAC Locomotives	2	UP 8506
		LID 8508

CERTIFICATION

I, Robert W. Alvord, attorney licensed to pract	ctice in the State of New York and the
District of Columbia, do hereby certify under	penalty of perjury that I have compared the
attached copy with the original thereof and h	ave found the copy to be complete and
identical in all respects to the original docum-	
	Ceffer 5
Datada (a 10 105/	- July

Dated: 6/20/08

Robert W. Alvord